

# State of New Hampshire

## ARTICLES OF ENTITY CONVERSION OF A NEW HAMPSHIRE LIMITED LIABILITY COMPANY TO A NEW HAMPSHIRE CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Revised Limited Liability Company Act, RSA 304-C and the New Hampshire Business Corporation Act, RSA 293-A, (as revised and effective January 1, 2014), the undersigned domestic limited liability company submits the following articles of entity conversion:

FIRST: The domestic limited liability company was formed on **November 14, 2007**.

SECOND: The name of the domestic limited liability company immediately before the filing of these Articles of Entity Conversion is **SHIRES EQUESTRIAN, LLC**.

THIRD: The name to which the name of the domestic limited liability company is to be changed upon conversion is **SHIRES EQUESTRIAN, INC.**

FOURTH: The plan of entity conversion was unanimously and duly approved in accordance with the organic law of the domestic limited liability company and its operating agreement.

<u>Members entitled to vote</u>	<u>Number of votes entitled to be cast</u>	<u>For</u>	<u>Total number of votes cast</u> <u>Against</u>
M J Ainge & Co. Limited	1	1	0
Vanessa Sugden	1	1	0

FIFTH: The plan of entity conversion is on file at the principal place of business of the corporation at **1 Lafayette Road, Building 4, Hampton, New Hampshire 03842** and a copy of the plan of entity conversion will be furnished by **Shires Equestrian, Inc.** on request and without cost, to any member of **Shires Equestrian, LLC** or shareholder of **Shires Equestrian, Inc.**

SIXTH: The number of shares the corporation is authorized to issue is **ONE THOUSAND (1000)**.

SEVENTH: The name of the corporation's registered agent is **Vanessa Sugden** and the registered office is **1 Lafayette Road, Building 4, Hampton, New Hampshire 03842**.

EIGHTH: The name and address of each incorporator is:

**Vanessa Sugden, 103 Kensington Road, Hampton Falls, New Hampshire 03844**

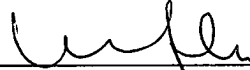
NINTH: The sale or offer for sale of any ownership interests in this business have and will comply with the requirements of the New Hampshire Uniform Securities Act, RSA 421-B.



TENTH: The corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA 293-A and the principal purpose for which the corporation is organized is the **sale and distribution of equestrian products**.

ELEVENTH: The effective date and time of this conversion shall be **12:01 a.m., January 1, 2014**.

**SHIRES EQUESTRIAN, LLC**



By: Vanessa Sugden

Title: Manager, duly authorized

12.23.13

Date

S:\SE-SL\SHIRES EQUESTRIAN, LLC\CERTIFICATE OF CONVERSION.DOCX

## **SHIRES EQUESTRIAN, LLC PLAN OF ENTITY CONVERSION**

NOW COMES, **Shires Equestrian, LLC** (hereinafter the "LLC"), **M J Ainge & Co. Limited** (hereinafter "MJA") and **Vanessa Sugden** (hereinafter "VS") and authorize and enter into this Plan of Entity Conversion as follows:

**WHEREAS**, the LLC is a New Hampshire limited liability company with two members, MJA and VS; and

**WHEREAS**, MJA and VS have determined that it is in the best interests of the said members to enter into this Plan of Entity Conversion to set forth the terms upon which the LLC will be converted to a New Hampshire corporation in accordance with New Hampshire RSA 293-A:9.50(c);

**WHEREFORE**, the LLC, MJ and VS hereby agree to the following:

1. Upon conversion the surviving entity shall be a New Hampshire corporation.
2. The surviving New Hampshire corporation shall be: **Shires Equestrian, Inc.**
3. VS shall be and is hereby authorized to execute and file with the Secretary of State for the State of New Hampshire the attached Articles of Entity Conversion of a New Hampshire Limited Liability Company to a New Hampshire Corporation and to take all such actions, including but not limited to the filing of all other such documents, all as required to effectuate this Plan of Entity Conversion.
4. The membership interests of the LLC are uncertificated but are represented by percentages set forth in the Limited Liability Company Agreement of Shires Equestrian, LLC dated November, 2007 (hereinafter the "LLC Agreement"). Upon conversion, each member shall receive one share of no par value common stock in the surviving New Hampshire corporation for each one percent held by the member immediately prior to conversion, as more specifically set forth below in Section 5. (Members in the LLC holding any fraction of one percent of an interest shall, upon conversion, receive an equivalent fraction of one share.)

5. The membership interests shall convert to shares as follows:

Member	Membership Interest Immediately before conversion	Number of shares issued upon conversion
M J Ainge & Co. Limited	90.9%	90.9
Vanessa Sugden	9.1%	9.1

6. The attached By-Laws shall be effective upon conversion and shall be the By-Laws until the same are altered, amended or repealed or until new By-Laws are duly adopted. Said By-Laws shall supersede and replace in full the LLC Agreement for any and all matters.

7. Pursuant to New Hampshire RSA 293-A:9.55(a) upon conversion:

- (a) the title to all real and personal property, both tangible and intangible, of the LLC remains in Shires Equestrian, Inc. without reversion or impairment;
- (b) the liabilities of the LLC remain liabilities of Shires Equestrian, Inc.;
- (c) an action or proceeding pending against the LLC continues against Shires Equestrian, Inc. as if the conversion had not occurred;
- (d) the Articles of Entity Conversion constitute the Articles of Incorporation of Shires Equestrian, Inc.;
- (e) the membership interest of the members of the LLC shall be reclassified into shares and the shareholders are only entitled to the rights provided in this Plan of Entity Conversion and to any other rights they may have under the organic law of the converting entity;
- (f) Shires Equestrian, Inc. is deemed to:
  - (i) be a domestic business corporation for all purposes;
  - (ii) be the same corporation without interruption as the LLC; and
  - (iii) have been incorporated on the date that the LLC was originally organized.

8. Upon conversion the following shall constitute the Board of Directors of Shires Equestrian, Inc. until there is a change in accordance with the By-Laws:

1. Malcolm J. Ainge, appointed by M J Ainge & Co. Limited

2. Vanessa Sugden, appointed by Vanessa Sugden

9. The director appointed by MJA, or successor holding its shares, shall be the Chairman of the Board of Directors and shall cast the deciding vote in the event of a tie.

10. Following are the officers of Shires Equestrian, Inc. until there is a change in accordance with the By-Laws:

President: Vanessa Sugden  
Treasurer: Festus Kane  
Secretary: Vanessa Sugden

11. Copies of this Plan of Entity Conversion will be on file at the offices of Shires Equestrian, Inc. at 1 Lafayette Road, Building 4, Hampton, New Hampshire 03842. Copies of this Plan of Entity Conversion will be furnished by Shires Equestrian, Inc., on request, without cost, to any person holding an interest in the LLC or Shires Equestrian, Inc.

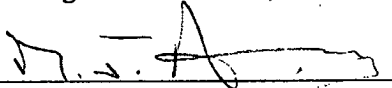
12. This Plan of Entity Conversion may be signed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

13. Electronic or facsimile signatures shall be deemed originals for purposes of executing this Plan of Entity Conversion.

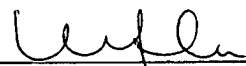
**IN WITNESS WHEREOF**, the parties hereto have caused this Plan of Entity Conversion to be executed and effective on the date upon which the last of them shall sign and date below.

**Shires Equestrian, LLC**

By: M J Ainge & Co. Limited, Member on behalf of the LLC and individually

By:   
Malcolm J. Ainge, Chairman  
Duly Authorized

Date: \_\_\_\_\_

By:   
Vanessa Sugden, Member on behalf of the LLC and individually  
Date: 12.23.13

**Form SRA – Addendum to Business Organization and Registration Forms**  
**Statement of Compliance with New Hampshire Securities Laws**

**Part I – Business Identification and Contact Information**

Business Name: Shires Equestrian, Inc.

Business Address (include city, state, zip): 1 Lafayette Road, Bldg. 4, Hampton, NH 03842

Telephone Number: (978) 375-4404 E-mail: vmsugden@comcast.net

Contact Person: Vanessa Sugden

Contact Person Address (if different): \_\_\_\_\_

**Part II – Check ONE of the following items in Part II.** If more than one item is checked, the form will be rejected.  
**[PLEASE NOTE:** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below.  
**However,** you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ☒ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:  
A) This business has 10 or fewer owners; and  
B) Advertising relating to the sale of ownership interests has not been circulated; and  
C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. \_\_\_\_\_ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - \_\_\_\_\_.
3. \_\_\_\_\_ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - \_\_\_\_\_.
4. \_\_\_\_\_ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

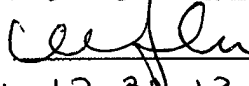
**Part III – Check ONE of the following items in Part III:**

1. \_\_\_\_\_ This business is not being formed in New Hampshire.
2. ☒ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

**Part IV – Certification of Accuracy**

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): <u>Vanessa Sugden</u>	Signature: <u></u>
<u>Sole Incorporator and President</u>	Date signed: <u>12.31.13</u>
<u>of Shires Equestrian, Inc.</u>	
Name (print): _____	Signature: _____
	Date signed: _____
Name (print): _____	Signature: _____
	Date signed: _____